

EXHIBIT D

Notice of Delegation

NOTICE OF DESIGNATION AND DELEGATION

LTS Systems, LLC

June 28, 2024

Michael Fuqua
B. Riley Advisory Services
3445 Peachtree Road
Suite 1225
Atlanta, GA 30326
Email: mfuqua@brileyfin.com

with a copy to: CogniSphere, LLC

RE: Notice of Designation and Delegation re Basler Contract

Dear Mr. Michael Fuqua,

Pursuant to the Asset Purchase Agreement dated August 12, 2023 (the “APA”), by and among Theia Group, Inc., Theia Aviation, LLC, and Theia Holdings A, Inc. (collectively, “Theia”), and LTS Systems, LLC (the “Company”), the Company hereby provides written notice to you, the receiver for Theia under the APA, to designate CogniSphere, LLC, a Delaware limited liability company (the “Buyer”), as the purchaser of:

- i. all of LTS’ right, title and interest in the Basler Contract;
- ii. all of LTS’ right, title and interest in the Aircraft covered by the Basler Contract and the Aircraft associated with the 1996 Jetstream Limited Series 4100, Model J4101, Serial Number 41084, Registration N42AX, including the support and/or data sensing equipment listed thereunder in the APA; and
- iii. all of LTS’ right, title and interest in the Tangible Personal Property that is stored at the Riverside, California hangar, identified in Schedule 10.1(ttt) of the APA as Data sensing equipment, Wescam System, Logos Tech and Three (3) Phase One Cameras.

The Company and the Buyer have agreed that the purchase price shall be paid by the Buyer to the Company in exchange for the Company’s designation of Buyer as the purchaser of the Basler Assets under the APA.

Please confirm your receipt of our Notice by signing the signature page of this Notice.

Sincerely,

LTS Systems, LLC

By: *LTS Holdco, LLC*

By: 
Mark Dunsheath, Manager

Accepted and Acknowledged by:

MICHAEL FUQUA, as the Receiver for Theia under the APA

Sincerely,

LTS Systems, LLC

By: LTS Holdco, LLC

By: _____
Mark Dunsheath, Manager

Accepted and Acknowledged by:

DocuSigned by:

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MICHAEL FUQUA, as the Receiver for Theia under the APA